

Memorandum and
Articles of Association of
LONDON CHINESE BAPTIST CHURCH

Incorporated on 3 March 2005 (and amended by special resolution on 21 November 2005)
Company Registration no 05382046
Charity Registration no 1112334

The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having
a Share Capital

Memorandum of Association of
LONDON CHINESE BAPTIST CHURCH

1. The Company's name is LONDON CHINESE BAPTIST CHURCH (and in this document it is called the "**Charity**").
2. The Charity's registered office is to be situated in England and Wales.
3. The Charity's objects (the "**Objects**") are:-
to preach the Gospel of Jesus Christ and to advance all aspects of the Christian Faith in accordance with the doctrinal basis hereinafter stated, primarily, but not exclusively, among the Chinese in London and the surrounding area;
4. It is acknowledged that the Charity was founded by the Kowloon City Baptist Church, Hong Kong (hereinafter referred to as "**KCBC**"). While the Charity shall be an independent organisation, it shall continue to maintain close cooperation with KCBC in all aspects of Church ministries insofar as they are consistent with the Objects.
5. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
 - 5.1.1 to co-operate with other Christian Churches and organisations who share our general aims and beliefs (as set out in the Schedule titled "Statement of Faith" herein);
 - 5.1.2 to promote the world-wide mission of Jesus Christ;
 - 5.1.3 to provide a public place of worship; and
 - 5.1.4 to provide spiritual homes primarily but not exclusively for Chinese Christians in and around London.
 - 5.1.5 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
 - 5.1.6 to raise funds and to invite and receive contributions from any persons whatsoever by way of loan, subscription, donation and otherwise, provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall comply with any relevant statutory regulations;
 - 5.1.7 subject to such consents as may be required by law to borrow and raise money without limit in such manner and on such security (if any) as the Charity may think fit and to issue debentures and other securities;
 - 5.1.8 to purchase, lease, hire, exchange or otherwise acquire any land, buildings, furniture, equipment or other property or interest in property and to alter, improve, develop, redevelop and (subject to such consents as may be required by law) to sell, resell, let, underlet, charge, assign, or otherwise dispose of or deal with the same;
 - 5.1.9 to hold property as tenants in common with another or others not being a charity on such terms as shall be considered proper providing that the Charity shall at all times be entitled to receive the proportion of the net sale proceeds that reflect the funds provided by the Charity or the share, interest or entitlement of the Charity;
 - 5.1.10 subject to clauses 6 and 7 below, to employ or otherwise engage the services of and remunerate such staff as are necessary for the proper pursuit of the Objects and to make all reasonable provision for the payment of pensions and superannuation to staff and their dependants;
 - 5.1.11 to establish or support any trusts, associations, institutions or other bodies which exist to further all or any of the Objects;
 - 5.1.12 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
 - 5.1.13 to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;

- 5.1.14 to make donations or loans to other charities having the same or similar objects as the Charity;
 - 5.1.15 to produce, sell or otherwise distribute literature, audio and visual aids, and other media of communication, but not so as to constitute permanent trading on the part of the Charity except where it is a direct means of furthering the Objects;
 - 5.1.16 to arrange and provide for or join in arranging and providing for the holding of meetings, lectures, seminars, conferences, and training courses for the furtherance of the Objects;
 - 5.1.17 to train, equip, commission and support or to assist in the training of, any people who are concerned to achieve the Objects, and to make any grant, gift, or payment for the purpose of or in connection with such training, equipping, commissioning and support;
 - 5.1.18 to insure any asset of the Charity on such terms as the Directors may think fit and to pay the appropriate premiums and to use any insurance money received in any manner the Directors think fit whether to restore the asset or not;
 - 5.1.19 to insure and arrange insurance cover for and to indemnify its voluntary workers from and against all such risks incurred in the proper performance of their duties as may be thought fit;
 - 5.1.20 to provide indemnity insurance to cover the liability of the Directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity and any liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading), PROVIDED THAT any such insurance shall not extend to:
 - (a) any claim arising from any act or omission which the Directors (or the Director in question) knew to be a breach of trust or breach of duty or which was committed by the Directors (or by the Director in question) in reckless disregard of whether it was a breach of trust or breach of duty or not; or
 - (b) the costs of an unsuccessful defence to a criminal prosecution for offences arising out of fraud, dishonesty or wilful or reckless misconduct brought against any Director or other officer of the Charity;
 - 5.1.21 to invest the moneys of the Charity not immediately required for the furtherance of the Objects in or upon such investments, securities or property as may be thought fit, subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
 - 5.1.22 to undertake, facilitate or support the co-ordination and net-working of other Christian agencies fulfilling the same or similar objects with the aim of making the most strategic and effective use of resources including personnel, expertise and finance in the same or similar locations or projects;
 - 5.1.23 to make regulations for the management of any property which may be acquired by the Charity;
 - 5.1.24 to establish where necessary local branches (whether autonomous or not) or otherwise cause the Charity to be duly registered or constituted by law in any country in which it is desired to operate;
 - 5.1.25 to establish subsidiary companies to assist or act as agents for the Charity;
 - 5.1.26 to sell and promote the sale of advertisement space in any of the Charity's publication;
 - 5.1.27 to do all such other lawful things as are necessary for the achievement of the Objects.
6. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and save as provided for in clause 7 hereof no Director shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's

- worth from the Charity, Provided that nothing in this document shall prevent any payment in good faith by the Charity:
- 6.1.1 of the usual professional charges for business done by any Director who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf, PROVIDED THAT at no time shall a majority of the Board of Directors benefit under this provision and that a Director shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
 - 6.1.2 of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not an officer of the Charity;
 - 6.1.3 of interest on money lent by any member of the Charity or Director at a reasonable and proper rate per annum not exceeding 1 per cent less than the published base lending rate of a clearing bank to be selected by the Board of Directors;
 - 6.1.4 of fees, remuneration or other benefit in money or money's worth to any company of which a Director may also be a member holding not more than 1 per cent of the issued capital of that company;
 - 6.1.5 of reasonable and proper rent for premises demised or let by any member of the Charity or a Director;
 - 6.1.6 of any premium in respect of any indemnity insurance relating to liabilities of the Directors (or any of them) as and to the extent permitted by clause 5 above;
 - 6.1.7 to any Director, officer, servant, voluntary worker or agent of the Charity of reasonable out-of-pocket expenses.
7. A Director or other officer of the Charity who offers his services to the Charity as an editor, administrator, manager or other administrative work may be remunerated out of the income or property of the Charity or receive other benefits for services rendered to the Charity provided:-
- 7.1.1 that at no time shall a majority of the Directors receive remuneration or other benefits for services rendered to the Charity,
 - 7.1.2 that any Director whom it is proposed to remunerate or confer other benefits upon should not be present during the formal deliberations and decision making relating to any such proposed remuneration or benefits,
 - 7.1.3 that the Directors are satisfied that the level of the proposed remuneration or the nature and value of any such other benefits is reasonable and proper having regard to the nature and value of the work carried out or services undertaken by such officer and to the income of the Charity, and
 - 7.1.4 that the decision to remunerate or confer other benefits upon such trustee and the level of that remuneration and nature and value of any such other benefits shall be taken and decided upon by not less than two thirds of all the remaining Directors.
8. The liability of the members is limited.
9. Every member of the Charity undertakes to contribute such amount as may be required, not exceeding one pound (£1.00), to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
10. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property, it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to KCBC, or some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clauses 6 and 7 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

SCHEDULE

Part A: Statement of Faith

The church accepts the Bible (containing the Old Testament and New Testament only) as the authoritative word of God. We believe and maintain the following:

1. There is one and only one living and true God. The eternal God reveals Himself to us as Father, Son, and Holy Spirit, with distinct personal attributes, but without division of nature, essence, or being.
2. The sovereignty of God in creation, revelation, redemption and the final judgment.
3. The divine inspiration of and infallibility of Holy Scripture, as originally given, and its supreme authority in all matters of faith and conduct.
4. The universal sinfulness and guilt of human nature since the Fall, rendering subject to God's wrath and condemnation.
5. Redemption from the guilt, penalty and power of sin only through the sacrificial death of Jesus Christ (as our Representative and Substitute), the Incarnate Son of God.
6. The physical resurrection of Jesus Christ from the dead, and his ascension to the right hand of the throne of God the Father.
7. The necessity of the work of the Holy Spirit to make the death of Christ effective to the individual sinner, granting him repentance toward God and faith in Jesus Christ.
8. The indwelling and the work of the Holy Spirit in the believer.
9. The one holy universal church, which is the Body of Christ, and to which all true believers belong.
10. Every Christian is a priest to others in that he or she is a member of a royal priesthood and responsible to Christ for ministering to others.
11. The expectation of the personal return of the Lord Jesus Christ.

Part B: Ordinances

The ordinances of the Church shall be as follows:

1. In accordance with the doctrines of the New Testament, the church establishes the following two ordinances which have no redeemable power and are only symbolic in function. A pastor of the church will officiate the ordinances with the assistance of the deacons. In the absence of a pastor, such ordinances may be officiated by a pastor of one of the other Baptist Churches or, if duly authorised by the church in the General Meeting, by a deacon or deacons.
 - 1.1 **Baptism:** It is an act of obedience in which believers submerge their bodies completely into water and then ascend from it. It has neither the function nor intention of the cleansing of sin. All those who believe in God and are saved shall perform this symbolic action, to witness that they are dead, buried and resurrected with Christ.
 - 1.2 **Lord's Supper:** The church shall provide Lord's Supper in remembrance of the blessing from Jesus Christ who gave up His body and shed His blood for remission of the sins of mankind. The bread symbolizes the body of Christ, while the wine symbolizes His precious blood. Members who partake the bread and the wine should examine themselves first before receiving.
2. **Ordination:** The church shall provide ordination to any person who has been chosen to be ordained as a pastor or deacon. When suitable candidates arise, the Deacons will officially announce the candidate or candidates to the members before the General Meeting, and upon the grant of the approval from the General Meeting, a committee of Baptist pastors will be invited to confirm that the faith of the candidate or candidates is satisfactory and then to officiate this ordination.

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INTERPRETATION

1. In these articles:
 - "**the Act**" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
 - "**the articles**" means these Articles of Association of the Charity;
 - "**the Charity**" means the company intended to be regulated by these articles;
 - "**clear days**" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
 - "**the Commission**" means the Charity Commissioners for England and Wales;
 - "**executed**" includes any mode of execution;
 - "**the memorandum**" means the memorandum of association of the Charity;
 - "**office**" means the registered office of the Charity;
 - "**the seal**" means the common seal of the Charity if it has one;
 - "**secretary**" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;
 - "**the United Kingdom**" means Great Britain and Northern Ireland; andwords importing the masculine gender only shall include the feminine gender and words importing the singular number shall include the plural and vice versa where the context so permits.
2. Subject as aforesaid, words or expressions contained in these articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

MEMBERS

3. The subscribers to the memorandum are the first members of the Charity.
4. Membership is open to other individuals or organisations who apply to the Charity in the form required by the Directors, and are approved by the Directors. No person shall be admitted a member of the Charity unless he subscribes to the Statement of Beliefs and Divine Ritual set out in the schedule to the memorandum and is baptised.
5. The Directors may refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interest of the Charity to refuse the application.
6. The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
7. The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representation must be notified to the applicant in writing and shall be final.
8. Membership is not transferable to anyone else.
9. Members are not required to relinquish their membership in any other Church provided that its doctrinal basis does not differ from the Statement of Beliefs.
10. Membership is terminated if:
 - 10.1.1 the member dies (or ceases to exist, in the case of an organisation);
 - 10.1.2 the member resigns by written notice to the Secretary, provided that such retirement shall not reduce the number of members to less than two;
 - 10.1.3 the member is continuously absent from regular worship of the Charity for twelve consecutive months, and notice of such termination of membership has been served on such member by the Secretary at such member's last registered address with the Charity;
 - 10.1.4 the member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:

- (1) the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed;
- (2) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations at the meeting.

GENERAL MEETINGS

11. The Charity shall hold its first general meeting within eighteen months after the date of its incorporation.
12. An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
13. All general meetings other than the annual general meetings shall be called extraordinary general meetings.
14. The Directors may call general meetings and extraordinary general meetings at any time.

NOTICE OF GENERAL MEETINGS

15. Notices under these articles may be sent by hand, by post, by fax or by suitable electronic means (including electronic mail) or (where applicable to members generally) may be published on the Charity's official website.
16. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a Director shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - 16.1.1 in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - 16.1.2 in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice shall be given to all the members and to the Directors and auditors.
17. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

18. No business shall be transacted at any meeting unless a quorum is present. A quorum is:
 - (a) Two members entitled to vote upon the business to be transacted, or
 - (b) one tenth of the total membership at the time, whichever is the greater.
19. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine. If no quorum is present at the reconvened meeting within fifteen minutes of the scheduled commencement of such reconvened meeting, the members present at that time shall constitute the quorum for that meeting.
20. The chairman, if any, of the Board of Directors or in his absence some other Director nominated by the Board of Directors shall preside as chairman of the meeting, but if neither the chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members present shall elect one of their number to be chairman and, if there is only one member present and willing to act, he shall be chairman.
21. A Director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

22. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
23. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - 23.1.1 By the chairman; or
 - 23.1.2 By at least two members having the right to vote at the meeting; or
 - 23.1.3 By a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
24. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
25. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
26. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
27. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
28. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
29. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
30. Subject to the provisions of the Act, a resolution in writing, signed by all the members of the Charity entitled to receive notice of and to attend and vote at a general meeting shall be as valid and effective as if it had been passed at a general meeting of the Charity duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Charity.
- 30.1 The Charity may in general meeting and on the recommendation of the Directors make such regulations for the conduct of general meetings including notices of general meetings and motions and resolutions to be proposed at general meetings the majority required to pass any resolution or motion the eligibility to vote as it thinks fit provided that in the event of any conflict between any such regulations and the provisions of the articles, the articles shall prevail.

VOTES OF MEMBERS

31. Every member shall have one vote.

32. Votes may be cast in a poll either personally or by proxy. A proxy must be a member and shall not have the right to appoint a further proxy. In matters decided on a show of hands a member represented by a proxy shall have no vote.
33. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing
34. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity (if any) have been paid.
35. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

THE DIRECTORS

36. A Director must be a natural person aged 18 years or older. No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 37.
37. A Director shall cease to hold office if he or she:
 - 37.1.1 ceases to be a Director by virtue of any provisions in the Act or is prohibited by law from being a director;
 - 37.1.2 is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - 37.1.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
 - 37.1.4 resigns as a Director by notice to the Charity, provided that at least two Directors will remain in office when the notice of resignation is to take effect).
38. The number of Directors shall be not less than two but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
39. The first Directors shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future Directors shall be appointed as provided subsequently in the articles.

POWERS OF DIRECTORS

40. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the Directors who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. Any meeting of Directors at which a quorum is present may exercise all the powers exercisable by the Directors.
41. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Directors shall have the following powers, namely:
 - 41.1.1 To expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects of the charity;
 - 41.1.2 To enter into contracts on behalf of the Charity.

APPOINTMENT AND RETIREMENT OF THE DIRECTORS

42. At the first annual general meeting, all Directors shall retire from office unless by the close of the meeting, the members have failed to elect sufficient Directors to hold a quorate meeting of Directors. At each subsequent annual general meeting, one-third of the Directors (including Pastors and Deacons), or if their number is not three or a multiple of three, the number nearest to one-third shall retire from office, but shall be eligible for re-election. The Directors to retire by rotation shall be those who have been

longest in office since their last appointment. If any Directors became or were appointed Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. If a Director is required to retire at an annual general meeting by a provision of these articles, the retirement shall take effect upon the conclusion of the meeting.

43. No person may be appointed as a Director at any general meeting unless:
 - 43.1.1 he is recommended for election by the Directors;
 - 43.1.2 not less than fourteen or more than thirty-five clear days before the date appointed for the meeting, the Charity is given notice that: (a) is executed by a member qualified to vote at the meeting, (b) states the member's intention to propose that person for appointment as a Director, (c) contains the details that, if the person were to be appointed, the Charity would have to file at the Companies House; and (d) is signed by the person who is to be proposed to show his or her willingness to be appointed; and
 - 43.1.3 he or she subscribes to the Statement of Beliefs and Divine Ritual set out in the schedule to the memorandum.
44. All members who are entitled to receive notice of a general meeting must be given not less than seven days notice of any resolution to be put to the meeting to appoint a Director.
45. Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
46. The Directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting. If not reappointed at such annual general meeting, he or she shall vacate office at the conclusion thereof.

DIRECTORS' EXPENSES

47. The Directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Directors or general meetings or in pursuance of the objects of the Charity or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration save as provided for by Clauses 6 and 7 of the memorandum.
48. Subject to the provisions of the Act and to Clauses 6 and 7 of the memorandum, the Directors may appoint one or more of their number to the office of managing director or to any other executive office of the Charity. Any such appointment may be made upon such terms as the Directors determine which may include remuneration if permitted by clause 6 of the memorandum.
49. Except to the extent permitted by clauses 6 and 7 of the memorandum, no Director shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Director in any other contract to which the Charity is a party.

PROCEEDINGS OF THE DIRECTORS

50. Subject to the provisions of the articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall be entitled to a casting vote in addition to any other vote he may have.
51. The quorum for the transaction of the business of the Directors may be fixed by the Director but shall not be less than one third of their number or two Directors, whichever is the greater.
52. The Directors may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of the Directors at which he is

present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting.

53. The Directors may appoint one or more committees and sub-committees which may consist of Directors and such other persons as the Directors may think fit for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Directors would be more conveniently undertaken or carried out by a committee or sub-committee provided that:-
 - 53.1.1 All acts and proceedings of any such committees or sub-committee shall be fully and promptly reported to the Directors;
 - 53.1.2 Any such committee or sub-committee shall conform to any regulations that may be imposed upon it by the Directors;
 - 53.1.3 Any such committee or sub-committee shall not incur expenditure other than in accordance in a budget approved by the Directors or with specific prior approval of the Directors.
54. All acts done by a meeting of Directors, or of a committee of the Directors, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
55. A meeting of the Directors may be held either in person, by telephone or by suitable electronic means agreed by the Directors.
56. A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors, shall be as valid and effective as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors.
57. Any bank account in which any part of the assets of the Charity is deposited shall indicate the name of the Charity. All cheques and orders for the payment of money from such account and all promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed by at least two signatories who shall be Directors or persons duly authorised by the Directors.

SECRETARY

58. Subject to the provisions of the Act, the secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit (provided that if a Director the remuneration is permitted under the terms of clauses 6 and 7 of the memorandum), and any secretary so appointed may be removed by them.

MINUTES

59. The Directors shall keep minutes in books or in other written or electronic media kept for the purpose:
 - 59.1.1 Of all appointments of officers made by the Directors; and
 - 59.1.2 Of all proceedings at meetings of the Charity and of the Directors and of committees of the Directors including the names of the Directors present at each such meeting.

EXECUTING OR SEALING DOCUMENTS

60. The Charity need not have a company seal. If it does, the seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director.

61. If the Charity does not have a seal, instruments may be executed on the authority of the Directors, or of a committee of Directors authorised by the Directors, on the signature of a Director and of the secretary or by a second Director. Appropriate wording which may be used is: "Executed [as a deed and delivered] (or as otherwise appropriate) by LONDON CHINESE BAPTIST CHURCH"

ACCOUNTS

62. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

ANNUAL REPORT

63. The Directors shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

ANNUAL RETURN

64. The Directors shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

NOTICES

65. Notices under these articles may be sent by hand, or by post or by suitable electronic means (including electronic mail) or (where applicable to members generally) may be published on the Charity's official website.
66. The only address at which a member is entitled to receive notices is the postal address, fax number or electronic mail address shown in the register of members.
67. Any notice given in accordance with these articles is to be treated for all purposes as having been received:
- 67.1.1 24 hours after being sent by electronic means or delivered by hand to the relevant address
 - 67.1.2 two clear days after being sent by first class post to that address
 - 67.1.3 three clear days after being sent by second class or overseas post to that address
 - 67.1.4 on being handed to the member personally or, if earlier
 - 67.1.5 as soon as the member acknowledges actual receipt
68. A technical defect in the giving of notice of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

INDEMNITY

69. Subject to the provisions of the Act every Director or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

RULES

70. The Directors may from time to time make such rules or by-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity.
71. The bye laws may regulate the following matters but are not restricted to them:
- (i) the admission and classification of members of the Charity and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

- (ii) the conduct of members of the Charity in relation to one another, and to the Charity's servants;
 - (iii) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (iv) the procedure at general meetings and meetings of the Directors and committees of the Directors in so far as such procedure is not regulated by the articles;
 - (v) generally, all such matters as are commonly the subject matter of company rules.
- (2) The Charity in general meeting shall have power to alter, add to or repeal the rules or by-laws, and no rule or by-law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.